

RECORDATION NO. 27157-15 FILED

SEP 12 '07 -3 35 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

September 12, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Loan and Security Agreement (RT-2007-FT), dated as of September 12, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (RT-2007-FT) being filed with the Board under Recordation Number 27157-B.

The names and addresses of the parties to the enclosed document are:

Trustee:	RT Statutory Trust RT-2007-FT U.S. Bank National Association 633 West Fifth Street, 24 <sup>th</sup> Floor Los Angeles, CA 90071
Lender Series A:	AIG-FP Funding (Cayman) Limited c/o Maples and Calder PO Box 309 Ugland House, South Church Street Grand Cayman, Cayman Islands British West Indies

Mr. Vernon A. Williams  
September 12, 2007  
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Lender Series B: Dexia Credit Local  
445 Park Avenue, 8<sup>th</sup> Floor  
New York, NY 10022

A description of the railroad equipment covered by the enclosed document  
is:

22 CAF-200 railcars bearing Sacramento Regional Transit District  
reporting marks and road numbers 215 – 236.

A short summary of the document to appear in the index is:

Memorandum of Loan and Security Agreement (RT-2007-FT).

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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**SURFACE TRANSPORTATION BOARD EXECUTION**

**MEMORANDUM OF LOAN AND SECURITY AGREEMENT (RT-2007-FT)**

Memorandum of Loan and Security Agreement (RT-2007-FT), made and entered into on September 12, 2007 by and between RT STATUTORY TRUST RT-2007-FT, a Connecticut statutory trust, having its principal place of business at U.S. Bank National Association, 633 West Fifth Street, 24th Floor, Los Angeles, CA 90071, Attention: Corporate Trust Services ("*Trust*"), AIG-FP FUNDING (CAYMAN) LIMITED, a Cayman Islands company, having its principal office c/o Maples and Calder, P.O. Box 309, Ugland House, South Church Street, Grand Cayman, Cayman Islands, British West Indies, as Series A Lender ("*Series A Lender*"), DEXIA CRÉDIT LOCAL, acting through its New York Branch, a corporation organized under the laws of France, having its principal office at 445 Park Avenue, 8th Floor, New York, NY 10022, as Series B Lender ("*Series B Lender*", and collectively with the Series A Lender, the "*Lenders*")

**WITNESSETH:**

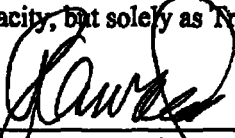
The undersigned have entered into that certain Loan and Security Agreement (RT-2007-FT), dated as of September 12 2007, whereby in consideration of a loan made under said agreement, the Trust has granted to the Lenders a first priority security interest in the Collateral as defined in such agreement, including without limitation, the Trust's interest in certain railcars bearing running numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Loan and Security Agreement (RT-2007-FT) to be duly executed by their respective officers thereunto duly authorized, as of the date first above written.

**RT STATUTORY TRUST RT-2007-FT**

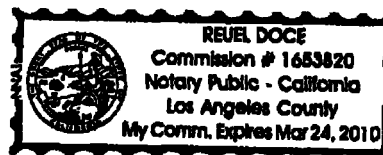
By U.S. Bank National Association, not in its individual capacity, but solely as Trustee

By:   
Name: Paula Oswald  
Title: Vice President

STATE OF CALIFORNIA            )  
  ) ss.  
COUNTY OF LOS ANGELES    )

On September 10, 2007 before me, Reuel Doce the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies), and that by her signature(s) on the instrument the person(s), or the entity(ies) upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



  
My commission expires on March 24, 2010

AIG-FP FUNDING (CAYMAN) LIMITED, as  
Series A Lender

By: \_\_\_\_\_

Name: Jonathan Liebergall  
Title: Director

ACKNOWLEDGEMENT

STATE OF CT )

COUNTY OF Fairfield )

ss. Wilton

On Sept. 12, 2007, before me, Amie Meleshkevich, personally came Jonathan Liebergall, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Amie Meleshkevich  
Notary Public

My commission expires on 11/30, 2008

**AMIE MELESHKEWICH**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV. 30, 2008

**DEXIA CRÉDIT LOCAL, New York Branch, as  
Series B Lender and Agent**

By: *Guy Cirincione*  
Name: GUY CIRINCIONE  
Title: DEPUTY GENERAL MANAGER

**ACKNOWLEDGEMENT**

STATE OF New York )  
COUNTY OF New York ) ss.

On September 11, 2007, before me, Stephanie Felshin, personally came Guy Cirincione, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

STEPHANIE FELSHIN  
Notary Public, State of New York  
No. 01FES061385  
Qualified in New York County  
Commission Expires June 10, 2010

*Stephanie Felshin*

Notary Public

My commission expires on June 10, 2010

## **EXHIBIT A**

### **DESCRIPTION OF RAILCARS; EQUIPMENT VALUES**

<b>Item of Equipment</b>	<b>Running No.</b>
CAF-200	215
CAF-200	216
CAF-200	217
CAF-200	218
CAF-200	219
CAF-200	220
CAF-200	221
CAF-200	222
CAF-200	223
CAF-200	224
CAF-200	225
CAF-200	226
CAF-200	227
CAF-200	228
CAF-200	229
CAF-200	230
CAF-200	231
CAF-200	232
CAF-200	233
CAF-200	234
CAF-200	235
CAF-200	236

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/12/07



\_\_\_\_\_  
Robert W. Alvord